



**TV TODAY NETWORK LTD.**

India Today Group Mediaplex  
FC 8, Sector 16 A, Film City, Noida – 201301  
Tel: +91 120 4908600 Fax: +91 120 4325028  
Website: www.aajtak.in  
CIN No : L92200DL1999PLC103001



September 11, 2018

<b>Corporate Relations Department</b> BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	<b>Listing Department</b> National Stock Exchange of India Limited Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code - 532515	Scrip Code - TVTODAY

**Re: Compliance under Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results at the 19<sup>th</sup> Annual General Meeting of the Company attached as Annexure 1.

We would like to inform you that all the resolutions set out in the Notice dated July 16, 2018 were passed with requisite majority by the shareholders.

The consolidated scrutinizer's report is attached as Annexure 2.

You are requested to please take the same on record.

Thanking You,

Yours faithfully,

**For T.V. Today Network Limited**

**(Ashish Sabharwal)**  
**Group Head – Secretarial & Company Secretary**



**Email ID: ashish.sabharwal@intoday.com**

Encl:

- i) Details of voting results at the AGM of the Company – Annexure – 1
- ii) Consolidated scrutinizer's report – Annexure – 2



## Voting Results of Annual General Meeting

## Details of Poll at AGM and E-Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## Details of voting results

a) Date of the Annual General Meeting	September 10, 2018
b) Total number of shareholders on record date	
c) No. of shareholders present in the meeting either in person or through proxy	
- Promoters and Promoter Group	4
- Public	1109
d) No. of Shareholders attended the meeting through Video Conferencing	Not arranged
- Promoters and Promoter Group	
- Public	

## AGENDA-WISE DISCLOSURE

Resolution No. 1 To consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2018

Resolution required : Ordinary  
Whether promoter / promoter Group are interested in the agenda / Resolution ? : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total	34251486	34251486	100.0000	34251486	0	100.0000	0.0000
Public - Institutional Holders	E-Voting	14541852	11408953	78.4560	11408953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	14541852	11408953	78.4560	11408953	0	100.0000	0.0000
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1085	0	100.0000	0.0000
	Poll		5318	0.0489	5318	0	0.0000	0.0000
	Total	10867777	6403	0.0589	6403	0	100.0000	0.0000
<b>Total</b>		<b>59661115</b>	<b>45666842</b>	<b>76.5437</b>	<b>45666842</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No. 2 : To declare dividend of Rs. 2.25/- per Equity Share of Rs. 5/- each fully paid for the financial year 2017-18

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total	34251486	34251486	100.0000	34251486	0	100.0000	0.0000
Public - Institutional Holders	E-Voting	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1085	0	100.0000	0.0000
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total	10867777	6403	0.0589	6403	0	100.0000	0.0000
<b>Total</b>		<b>59661115</b>	<b>45673763</b>	<b>76.5553</b>	<b>45673763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution No. 3 : To re-appoint Mr. Ms. Kalli Purie Bhandal (DIN: 00105318), Director retiring by rotation

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total	34251486	34251486	100.0000	34251486	0	100.0000	0.0000
Public - Institutional Holders	E-Voting	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1035	50	95.3917	4.6083
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total	10867777	6403	0.0589	6353	50	99.2191	0.7809
<b>Total</b>		<b>59661115</b>	<b>45673763</b>	<b>76.5553</b>	<b>45673713</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution No. 4 : Appointment/re-designation of Ms. Kalli Purie Bhandal (DIN: 00105318) as the Vice Chairperson and Managing Director of the Company

Resolution required

Ordinary

Whether promoter / promoter Group are interested in the agenda / Resolution ?

: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total	34251486	34251486	100.0000	34251486	0	100.0000	0.0000
Public - Institutional Holders	E-Voting	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1035	50	95.3917	4.6083
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total	10867777	6403	0.0589	6353	50	99.2191	0.7809
<b>Total</b>		<b>59661115</b>	<b>45673763</b>	<b>76.5553</b>	<b>45673713</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No. 5 : Appointment/re-

Resolution required

Special

Whether promoter / promoter Group are interested in the agenda / Resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	33955648	99.1363	33955648	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total	34251486	33957314	99.1411	33957314	0	100.0000	0.0000
Public - Institutional Holders	E-Voting	14541852	8140874	55.9824	7822276	318598	96.0864	3.9136
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	14541852	8140874	55.9824	7822276	318598	96.0864	3.9136
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1035	50	95.3917	4.6083
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total	10867777	6403	0.0589	6353	50	99.2191	0.7809
<b>Total</b>		<b>59661115</b>	<b>42104591</b>	<b>70.5729</b>	<b>41785943</b>	<b>318648</b>	<b>99.2432</b>	<b>0.7568</b>



Resolution No. 6 : Re-appointment of Mr. Ashok Kapur (DIN: 00003577) as an Independent Director

Resolution required

Special

Whether promoter / promoter Group are interested in the agenda / Resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of votes against (5)	% of votes in favour on votes (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total		34251486	34251486	100.0000	34251486	0	100.0000
Public - Institutional Holders	E-Voting	14541852	8140924	55.9827	2885526	5255398	35.4447	64.5553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		14541852	8140924	55.9827	2885526	5255398	35.4447
Public - Non- Institutional Holders	E-Voting	10867777	1035	0.0095	1035	0	100.0000	0.0000
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total		10867777	6353	0.0585	6353	0	100.0000
<b>Total</b>		<b>59661115</b>	<b>42398763</b>	<b>71.0660</b>	<b>37143365</b>	<b>5255398</b>	<b>87.6048</b>	<b>12.3952</b>

Resolution No. 7 : Re-appointment of Mr. Anil Vig (DIN: 00003577) as an Independent Director

Resolution required

Special

Whether promoter / promoter Group are interested in the agenda /

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled * (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total		34251486	34251486	100.0000	34251486	0	100.00
Public - Institutional Holders	E-Voting	14541852	11415874	78.5036	5372755	6043119	47.0639	52.9361
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		14541852	11415874	78.5036	5372755	6043119	47.0639
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1035	50	95.3917	4.6083
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total		10867777	6403	0.0589	6353	50	99.2191
<b>Total</b>		<b>59661115</b>	<b>45673763</b>	<b>76.5553</b>	<b>39630594</b>	<b>6043169</b>	<b>86.7688</b>	<b>13.2312</b>



Resolution No. 8 : Ratification of remuneration to be paid to M/s SKG &

Resolution required

Whether promoter / promoter Group are interested in the agenda /

Ordinary

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total		34251486	34251486	100.0000	34251486	0	100.0000
Public - Institutional Holders	E-Voting	14541852	11415874	78.5036	11415874	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		14541852	11415874	78.5036	11415874	0	100.0000
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	1035	50	95.3917	4.6083
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total		10867777	6403	0.0589	6353	50	99.2191
<b>Total</b>		<b>59661115</b>	<b>45673763</b>	<b>76.5553</b>	<b>45673713</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No. 9 : Authorisation to Company to charge for service of

Resolution required

Whether promoter / promoter Group are interested in the agenda /

Ordinary

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34251486	34249820	99.9951	34249820	0	100.0000	0.0000
	Poll		1666	0.0049	1666	0	100.0000	0.0000
	Total		34251486	34251486	100.0000	34251486	0	100.0000
Public - Institutional Holders	E-Voting	14541852	11415874	78.5036	8780811	2635063	76.9176	23.0824
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		14541852	11415874	78.5036	8780811	2635063	76.9176
Public - Non- Institutional Holders	E-Voting	10867777	1085	0.0100	150	935	13.8249	86.1751
	Poll		5318	0.0489	5318	0	100.0000	0.0000
	Total		10867777	6403	0.0589	5468	935	85.3975
<b>Total</b>		<b>59661115</b>	<b>45673763</b>	<b>76.5553</b>	<b>43037765</b>	<b>2635998</b>	<b>94.2286</b>	<b>5.7714</b>

\* Figures have been rounded off

Yours faithfully,

For T.V. Today Network Limited

  
(Ashish Sabharwal)  
Group Head-Secretarial & Company Secretary  
ashish.sabharwal@intoday.com



**REPORT**  
**OF**  
**T.V. TODAY**  
**NETWORK LIMITED**

**(AGM HELD ON 10<sup>TH</sup> DAY OF SEPTEMBER, 2018)**

**Consolidated Scrutinizer's Report**

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
T.V. Today Network Limited  
F-26, First Floor, Connaught Circus,  
New Delhi-110001

Re: 19<sup>th</sup> Annual General Meeting of the members of T.V. TODAY NETWORK LIMITED held on Monday, 10<sup>th</sup> day of September, 2018 at 03:30 p.m. (IST) at the Airforce Auditorium, Subroto Park, New Delhi-110010

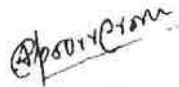
I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and voting at the Annual General Meeting on resolutions contained in the Notice dated 16<sup>th</sup> July, 2018 for Annual General Meeting of the members of T.V. Today Network Limited (hereinafter referred to as the Company), held on 10<sup>th</sup> day of September, 2018 at the Airforce Auditorium, Subroto Park, New Delhi-110010, submit my report as under:


- (i) The members of the Company as on the cut-off date i.e. 03<sup>rd</sup> September, 2018 were entitled to vote on the resolutions (Ordinary Businesses being Item Nos. 1 to 3 and Special Businesses being Item Nos. 4 to 9 as set out in the Notice of 19<sup>th</sup> Annual General Meeting of the Company).
- (ii) The remote e-voting period remained open from 07<sup>th</sup> September, 2018 (09:00 a.m.) till 09<sup>th</sup> September, 2018 (05:00 p.m.). Further, the company provided the facility of voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.







(iii) After the conclusion of the Annual General Meeting, the locked ballot box was subsequently opened in the presence of 2 witnesses and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the box being opened in their presence.

Signature:   
 Name. Mr. Apoorv Verma  
 Address. 118/335 Kaushalपुरी  
 Kanपुर

Signature:   
 Name: Ms. Pooja Kakrania  
 Address: Geeta Bhawan, 128/50  
 Y Block Kidwai Nagar, Kanपुर

The votes cast by remote e-voting were unblocked on 10<sup>th</sup> September, 2018 at 4:32 p.m. in presence of 2 witnesses, Neetika Gupta & Ms. Monika Agarwal who are not in the employment of the Company They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:   
 Name: Ms. Neetika Gupta  
 Address: 61/43 Sita Ram Mohal,  
 Kamla Tower, Kanपुर-208001

Signature:   
 Name: Ms. Monika Agarwal  
 Address.30/71 Etawah Bazar,  
 Kanपुर-208001

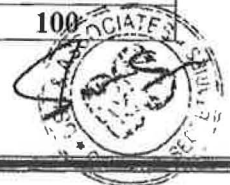
Below is provided the consolidated summary of results of remote e-voting and voting at Annual General Meeting through poll:

#### ORDINARY BUSINESS(ES)

##### Resolution No.1

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2018.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	45659858	0	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>45666842</b>	<b>0</b>	<b>0</b>	<b>100</b>



### Resolution No.2

To declare a final dividend of Rs. 2.25 per Equity Share of Rs. 5/- each fully paid for the financial year 2017-18.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	45666779	0	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>45673763</b>	<b>0</b>	<b>0</b>	<b>100</b>

### Resolution No.3

To appoint a Director in place of Ms. Kalli Purie Bhandal (DIN: 00105318) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	45666729	50	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>45673713</b>	<b>50</b>	<b>0</b>	<b>99.9999</b>

### SPECIAL BUSINESS(ES)

#### Resolution No.4

Appointment /re-designation of Ms. Kalli Purie Bhandal (DIN: 00105318) as the Vice Chairperson and Managing Director of the Company.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	45666729	50	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>45673713</b>	<b>50</b>	<b>0</b>	<b>99.9999</b>



**Resolution No.5**

Appointment /re-designation of Mr. Aroon Purie (DIN: 00002794) as the Chairman and Whole-time Director of the Company and approval for continuation of his term after attaining the age of 70 years

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	41778959	318648	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>41785943</b>	<b>318648</b>	<b>0</b>	<b>99.2432</b>

**Resolution No.6**

Re-appointment of Mr. Ashok Kapur (DIN: 00003577) as an Independent Director

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	37136381	5255398	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>37143365</b>	<b>5255398</b>	<b>0</b>	<b>87.6048</b>

**Resolution No.7**

Re-appointment of Mr. Anil Vig as an Independent Director

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	39623610	6043169	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>39630594</b>	<b>6043169</b>	<b>0</b>	<b>86.7688</b>



**Resolution No.8**

Ratification of remuneration to be paid to M/s SKG & Co , Cost Accountants, Cost Auditors of the Company.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	45666729	50	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>45673713</b>	<b>50</b>	<b>0</b>	<b>99.9999</b>

**Resolution No.9**

Authorisation to Company to charge for service of documents to members of the Company.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	43030781	2635998	0	
Ballot	6984	0	unverifiable	
<b>Total</b>	<b>43037765</b>	<b>2635998</b>	<b>0</b>	<b>94.2286</b>

I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You

Yours' Faithfully

**For GSK & Associates**

**Company Secretaries**



Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 11.09.2018

Place: NOIDA

# **GSK & ASSOCIATES**

**Company Secretaries**

**FORM No. MGT-13**  
**Report of Scrutinizer**

**[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
T.V. Today Network Limited  
F-26, First Floor, Connaught Circus,  
New Delhi-110001

Reg: 19<sup>th</sup> Annual General Meeting of the members of T.V. TODAY NETWORK  
LIMITED held on Monday, 10<sup>th</sup> day of September, 2018 at 03:30 p.m. (IST) at the  
Airforce Auditorium, Subroto Park, New Delhi-110010

Dear Sir,

I, Saket Sharma, Partner- GSK & Associates, Company Secretaries, appointed as scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 19<sup>th</sup> Annual General Meeting of the members of T.V. Today Network Limited, held on Monday, 10<sup>th</sup> day of September, 2018 at 03:30 p.m. (IST) at the Airforce Auditorium, Subroto Park, New Delhi, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The meeting was attended by One Thousand One Hundred Thirteen (1113) members (including members in person, Authorized Representative and Proxy).
4. I found 21 (Twenty One) ballot papers invalid.
4. The result of the poll is as under:



## ORDINARY BUSINESS(ES)

### a) Resolution No.1

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2018.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

### b) Resolution No. 2

To declare a final dividend of Rs. 2.25 per Equity Share of Rs. 5/- each fully paid for the financial year 2017-18

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100



**SPECIAL BUSINESS(ES)**

**d) Resolution No. 4**

Appointment /re-designation of Ms. Kallı Purie Bhandal (DIN: 00105318) as the Vice Chairperson and Managing Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

**e) Resolution No. 5**

Appointment /re-designation of Mr. Aroon Purie (DIN: 00002794) as the Chairman and Whole-time Director of the Company and approval for continuation of his term after attaining the age of 70 years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

**c) Resolution No. 3**

To appoint a Director in place of Ms Kalli Purie Bhandal (DIN: 00105318) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable





(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

f) Resolution No. 6

Re-appointment of Mr. Ashok Kapur (DIN: 00003577) as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

g) Resolution No. 7

Re-appointment of Mr. Anil Vig as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

**h) Resolution No. 8**

- Ratification of remuneration to be paid to M/s SKG & Co., Cost Accountants, Cost Auditors of the Company

(i) Voted **in favour** of the resolution.

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable



i) **Resolution No. 9**

Authorisation to Company to charge for service of documents to members of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
64	6984	100

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
21	unverifiable

5. A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully

For GSK & Associates,  
Company Secretaries



Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Place: Noida

Date: 11.09.2018



# **GSK & ASSOCIATES**

**Company Secretaries**

## **REPORT OF SCRUTINIZER [E-VOTING]**

**[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rule, 2014as amended by the Companies  
(Management and Administration) Amendment Rules, 2015]**

To,  
The Chairman  
T.V. Today Network Limited  
F-26, First Floor, Connaught Circus,  
New Delhi-110001

**Reg: 19<sup>th</sup> Annual General Meeting of the members of T.V. TODAY NETWORK LIMITED  
held on Monday, 10<sup>th</sup> day of September, 2018 at 03:30 p.m. (IST) at the Airforce  
Auditorium, Subroto Park, New Delhi-110010**

Dear Sir,

I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the 19<sup>th</sup> Annual General Meeting of the members of T.V. Today Network Limited held on Monday, 10<sup>th</sup> day of September, 2018 at 03:30 p.m. (IST) at the Airforce Auditorium, Subroto Park, New Delhi-110010 for the purpose of scrutinizing the remote E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on remote E-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions, submit my report as under:

1. The remote E-Voting period started from 07<sup>th</sup> September, 2018 at 09:00 a.m. and ended on 09<sup>th</sup> September, 2018 at 05:00 p.m.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut-off" date, i.e. 03<sup>rd</sup> September, 2018 were entitled to vote electronically on the proposed resolutions as mentioned in the Notice of the Annual General Meeting of T.V. Today Network Limited.

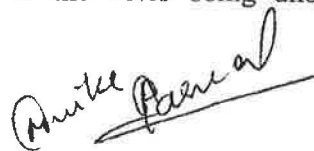


3. The votes were unblocked on 10<sup>th</sup> September, 2018 at 4:32 p.m. in the presence of two witnesses, namely Ms. Neetika Gupta r/o 61/43 Sita Ram Mohal, Kanpur -208001 and Ms. Monika Agarwal r/o 30/71, Etawah Bazar, Kanpur – 208001 who are not in the employment of T.V. Today Network Limited.

They have signed below in confirmation of the votes being unblocked in their presence.



(Neetika Gupta)



(Monika Agarwal)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
5. The result of the poll through remote e-voting is as under (the percentage in decimal has been rounded off):

#### ORDINARY BUSINESS(ES)

##### a) Resolution No.1

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2018.

- (i) Voted **in favour** of the resolution.

Number of members	Number of votes cast by them	% of total number of valid votes cast
57	45659858	100

- (ii) Voted **against** the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes.

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution No. 2**

To declare a final dividend of Rs. 2.25 per Equity Share of Rs. 5/- each fully paid for the financial year 2017-18.

(i) Voted **in favour** of the resolution.

Number of members	Number of votes cast by them	% of total number of valid votes cast
58	45666779	100

(ii) Voted **against** the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**c) Resolution No. 3**

To appoint a Director in place of Ms. Kalli Purie Bhandal (DIN: 00105318) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
57	45666729	99.9999

(ii) Voted **against** the resolution

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



## SPECIAL BUSINESS(ES)

### d) Resolution No. 4

Appointment /re-designation of Ms. Kalli Purie Bhandal (DIN: 00105318) as the Vice Chairperson and Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
57	45666729	99.9999

(ii) Voted **against** the resolution.

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0001

(iii) **Invalid** votes.

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### e) Resolution No. 5

Appointment /re-designation of Mr Aroon Purie (DIN: 00002794) as the Chairman and Whole-time Director of the Company and approval for continuation of his term after attaining the age of 70 years.

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
53	41778959	99.2431

(ii) Voted **against** the resolution.

Number of members	Number of votes cast by them	% of total number of valid votes cast
3	318648	0.7569

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





f) **Resolution No. 6**

Re-appointment of Mr. Ashok Kapur (DIN: 00003577) as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
23	37136381	87.6028

(ii) Voted **against** the resolution

Number of members	Number of votes cast by them	% of total number of valid votes cast
34	5255398	12.3972

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

g) **Resolution No. 7**

Re-appointment of Mr. Anil Vig as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
39	39623610	86.7669

(ii) Voted **against** the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
19	6043169	13.2331

(iii) **Invalid** votes.

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**h) Resolution No. 8**

Ratification of remuneration to be paid to M/s SKG & Co., Cost Accountants, Cost Auditors of the Company.

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
57	45666729	99.9999

(ii) Voted **against** the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**i) Resolution No. 9**

Authorisation to Company to charge for service of documents to members of the Company.

(i) Voted **in favour** of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
40	43030781	94.2278

(ii) Voted **against** the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
18	2635998	5.7722

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you

Yours faithfully

**For GSK & Associates**

**Company Secretaries**



**Saket Sharma**

**(Partner)**

**M. No.: F4229**

**C. P. No.: 2565**

**Date: 11.09.2018**

**Place: NOIDA**

**For T.V. Today Network Limited**

A handwritten signature in blue ink, appearing to read 'Kalli Kaur', is written over a circular stamp.

**Chairperson of the Meeting**

A small, handwritten blue symbol, possibly a stylized 'K' or a similar character, is written below the signature.

